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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND JPMORGAN CHASE BANK, N.A. WITHDRAWING PROOF OF  
ADMINISTRATIVE EXPENSE CLAIM NUMBER 18616

(JPMORGAN CHASE BANK, N.A.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and JPMorgan Chase Bank, N.A. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And JPMorgan Chase Bank, N.A. Withdrawing Proof Of Administrative Expense Claim Number 18616 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 14, 2009, the Claimant filed proof of administrative expense claim number 18616 (the "Claim") against Delphi asserting an administrative expense priority claim in the amount of \$60,062,043.77 as of July 13, 2009 arising from certain then outstanding letters of credit issued under the Continuing Agreement for Standby Letters of Credit between Delphi Corporation and JPMorgan Chase Bank, N.A. and its subsidiaries and affiliates (the "Agreement").

WHEREAS, on February 12, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Fifth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Pension And Benefit Claims, And (E) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19423) ("Forty-Fifth Omnibus Claims Objection")

WHEREAS, on March 15, 2010, the Claimant filed the Response Of JPMorgan Chase Bank, N.A. To The Reorganized Debtors' Forty-Fifth Omnibus Claims Objection (Claim No. 18616) (Docket No. 19671) (the "Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, the letters of credit issued under the Agreement have expired on their own terms or have otherwise been cancelled.

WHEREAS, to resolve the Forty-Fifth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim should be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim is hereby deemed withdrawn with prejudice.
2. The Response is hereby deemed withdrawn with prejudice.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 7th day of February, 2011

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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